
THE DEVELOPMENT NEEDS OF BOARD SECRETARIES IN NHS WALES

Report

for the National Leadership and innovation Agency for Healthcare

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EXECUTIVE SUMMARY

The Welsh Institute for Health and Social Care (WIHSC) was commissioned by the National Leadership and Innovation Agency for Healthcare (NLIAH) to review the evolution of the role of Board Secretary since the publication of the Welsh Government's (WG) 'Governance Good Practice Guide' and to make recommendations on the continuing professional development needs of those currently fulfilling the role, and the needs of the future generation of Board Secretaries.

RESEARCH FINDINGS

The following points summarise the content of the report:

1. Only three of the existing posts appear to focus on the core board secretary role without any other significant management responsibilities. The remainder of the posts appear to be composed of other responsibilities which account for between one-third and two-fifths of these Board Secretaries' time. Accordingly there are a number of different job titles for these individuals reflecting this;
2. The majority of the Board Secretary's core areas of responsibility either still apply as originally intended, or the emphasis has evolved and changed only marginally as compared with the Welsh Government's role description;
3. There is a need for a more organised approach to continuing professional development for Board Secretaries;
4. In addition to Board Secretaries, all executive directors, senior and middle grade staff who have governance responsibilities all need professional development in this sphere;
5. There is support for looking closely at the introduction of some form of accreditation for Board Secretaries, but there is concern that the Institute of Chartered Secretaries and Administrators (ICSA) qualification is primarily focused at the commercial/private sector;
6. There appears to be a leaning towards the need for such qualification for future appointments;
7. The existing cadre of Board Secretaries has developed their own individual approach to keeping up to date and using a range of professional organisations;
8. The Board Secretaries' Group has provided a valuable forum for the sharing of knowledge, disseminating best practice, and providing peer support. With further support, this could become even more effective;
9. There is a strongly held view that a formal mechanism for disseminating information on good practice and the development of governance in public service would be helpful;
10. There is a mixed level of understanding amongst board members about the role and responsibilities of Board Secretaries, which needs to be addressed.

RECOMMENDATIONS

On the basis of the evidence collected, the Table on the following pages makes Recommendations for a variety of different partners associated with the development of Board Secretaries:

Table 1 · Recommendations for the Board Secretary role in NHS Wales

Topic	Recommendations	Responsibility for action
Role	The review prompts the need for consideration of the job content and title of Board Secretaries and that core governance is given the benefit of adequate focus in jobs with other major functional areas of responsibility.	WG LHBs/NHS Trusts
Accreditation	An accreditation programme should be introduced for NHS Board Secretaries in Wales.	WG NLIAH
	Accreditation should be compulsory for new Board Secretaries.	
	The existing corporate governance accreditation or qualification schemes do not meet the needs of NHS Wales so a bespoke customized programme should be designed.	
	The Chartered Institute of Public Finance and Accountancy's (CIPFA) accredited training – the Certificate in Corporate Governance: essential skills to deliver effective governance – should be considered as a model for a possible fast track way of developing a customised accreditation scheme for NHS Wales.	
	Participants should be required to submit a Portfolio of Evidence that records evidence of learning during each module and aspects of work, which substantiates their ability and knowledge in corporate governance. This should be marked by assessors, who should also hold a verification interview with each participant. Upon successful completion of the course and assessment participants should be awarded the Certificate in Corporate Governance.	
Continuing Professional Development	If existing Board Secretaries do not wish or are not required to submit themselves for accreditation, should be required to have in place a continuing professional development programme and a portfolio of evidence. The modules that form part of the accreditation process should be available for this purpose, with additional modules or learning opportunities being developed for those other areas of their responsibility that lie outside the core corporate governance work. They should be required to maintain a Portfolio of Evidence to be used as part of their overall performance review.	NLIAH LHBs/NHS Trusts
	The professional development of Board Secretaries needs three streams: <ol style="list-style-type: none"> 1. First, and most importantly, leadership and management in corporate governance core governance issues, best practice and process; 2. Second, these areas should also be part of the package that is developed development in the management and development support or service functions held by the individual; and 3. Third, overall NHS futures. 	
	Departmental staff with roles in governance in support of Board Secretaries should also be required to participate in continuing professional development programmes.	

Table 1 · Recommendations for the Board Secretary role in NHS Wales (continued)

Topic	Recommendations	Responsibility for action
Other Executive and Non-Exec Board Members	A programme should be designed and delivered to promote the understanding and support of Chairs, Vice Chairs, Chief Executives and other senior management and professional staff with the organisations to ensure that full use is made of the Board Secretary as an independent source of advice and counsel, as well as being the guardian of effective governance of the organisation.	NLIAH LHBs NHS Trusts
Training and Development for Senior Staff	There needs to be continuing professional development supported by governance modules and learning opportunities for all executive directors, senior and middle grade managers that have specific responsibilities for governance within their organisation. These staff should also be required to maintain a Portfolio of Evidence to be used as part of their overall performance review.	NLIAH LHBs NHS Trusts
Peer Support	The Board Secretary's Group should be harnessed, developed and supported to perform a much clearer and focused role as a peer support group and a forum for the exchange of knowledge, experience, learning and best practice.	LHBs NHS Trusts NLIAH
Keeping up to Date	A formal mechanism for disseminating information on good practice and the development of governance in public service should be put in place. These are all important in this respect.	WG NLIAH
	PSMW should act as a catalyst for shared learning and experience on governance good practice between all public organisations in Wales, promoting active debate and exchange.	Welsh NHS Confederation Board Secretary Network Group

1 · INTRODUCTION AND METHODOLOGY

1.1 INTRODUCTION

The Welsh Institute for Health and Social Care (WIHSC), University of Glamorgan was commissioned to review the evolution of the Board Secretary role since the publication the Welsh Government's 'Governance Good Practice Guide'¹ and to make recommendations on the continuing professional development needs of those currently fulfilling the role, together with the needs of the future generation of Board Secretaries.

1.2 BACKGROUND

The role of the Board Secretary is a pivotal one within LHBs and NHS Trusts in Wales. As principal advisor to the Board and the organisation as a whole on all aspects of governance, the Board Secretary – on behalf of the Chair and Chief Executive - leads the design and ongoing development of a governance and assurance framework for the organisation and ensures that it meets the standards of good governance set for the NHS in Wales by:

- Keeping under review legislative, regulatory and governance developments that impact on the LHB's/Trust's activities and ensuring that the Board is appropriately briefed on them;
- Winning the confidence of the Board - acting as 'wise counsel' providing a confidential sounding board to the Chair and individual Board members on all aspects of board business including issues of concern;
- Guiding the Board in the responsible and effective conduct of its role, providing, where appropriate, a discreet, challenging and independent voice in relation to Board deliberations and decision making;
- Ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination; and
- Contributing to the development of an organisational culture that embodies NHS values and standards of behaviour.

In doing so, the Board Secretary fulfils a key role in protecting and enhancing the reputation of the LHB/Trust and NHS Wales. While not a board member, the Board Secretaries work as members of the Senior Management Teams. This does not affect the specific responsibilities of board members for governing the organisation. However, Board Secretaries support Chief Executives in fulfilling their Accountable Officer role, and in contributing to the formulation of strategy, policy and the delivery of statutory and corporate responsibilities. The Board Secretaries are accountable to the whole Board, through the Chair on all matters in relation to his/her responsibilities in respect of the Board, its Committees and Advisory Groups; and to the Chief Executive in relation to his/her responsibilities as a member of the executive team.

As members of the Senior Management Teams, Board Secretaries should contribute to the development and review of the LHB/Trust corporate and business plans to ensure they are consistent with the organisations strategy and direction, NHS Wales's priorities and stakeholder requirements

¹ Welsh Government's Governance Good Practice Guide - *The Role of the Board Secretary*, 2010

The operation of the role of Board Secretary within individual NHS organisations provides added assurance to stakeholders locally (both citizens and partners) and WAG nationally that individual NHS organisations are governed effectively and operating within the framework of good governance set for the NHS in Wales. It is designed to support the ongoing development of this framework in a way that is consistently strong on standards and principles and flexible in design and process in order to achieve the best fit to suit local circumstances.

The key to the success of the role depends on the post holder's skills in developing and managing effective working relationships. The Board Secretary's key relationships will be with the Board, and on a day-to-day basis with its Chair, Chief Executive and Senior Management Team, but they also:

- Act as the first point of contact for board members on routine board business. He/she will provide members with advice and guidance on all aspects of the conduct of their role, e.g., advising on potential conflicts of interest, and ensure that they are properly equipped to fulfil their corporate responsibilities as a board member;
- Ensure that members of a committee or group set up by the Board are fully supported in their role. He/she will help members to understand how their role and that of the Committee/Group of which they are a member fits within the overall organisation, and that they have access to advice, guidance, secretariat support and up to date information to help them carry out your work;
- Provide members of staff within the LHB/Trust with advice and guidance on all aspects of governance within the organisation and help them consider the governance implications of any aspect of your work;
- Help members of the public or other stakeholders understand how the local NHS organisation operates, and how they can feed in your thoughts and views on the work of the NHS body. He/she will facilitate the development and maintenance of a strong relationship between stakeholders, local citizens and the Board, and help ensure that the Board takes full account of all views in its decision-making;
- Work with partner organisation operating at a community, regional or national level to develop a strong, consistent framework of good governance to facilitate effective partnership working. He/she will facilitate the development and maintenance of a strong relationship between you and the Board, and help ensure that the Board takes full account of your views in its decision-making; and
- Act as a main liaison for all aspects of governance within the LHB/Trust for those with an interest in governance, perhaps as an auditor, inspector or regulator, or a fellow Board Secretary, and to share their experience to inform and develop further the role of the Board Secretary and the broader development of the governance agenda within the NHS in Wales and the wider public sector.

The overall design of the role of Board Secretary within individual NHS organisations in Wales is a matter for determination by the Board, taking into account its own organisational design. As a minimum, its core responsibilities should include the following six aspects:

1. The design, implementation and review of the Governance Framework;
2. Equipping the Board, its Committees and its Advisory Groups to deliver;
3. Handling Board and Committee Business;

4. Working with and taking account of the views of others;
5. Design implementation and review of the Assurance Framework and the Conduct of LHB/Trust Business; and
6. Demonstrating Organisational Accountability with regard the visibility, openness and transparency in all aspects of Board and committee business

Additionally, the Board Secretary's role may be designed to incorporate further responsibilities. It is possible that these will expand over time as NHS organisations develop and their governance arrangements mature. Typically, any additional responsibilities could cover other corporate functions. However, in determining any such duties, the Board must take care to ensure that they will not conflict with or inhibit the effective conduct of the Board Secretary's primary role.

The Board Secretary will also be a member of, and should actively participate in the NHS Wales Board Secretary Group, alongside an appropriate programme of continuing professional development.

In terms of the development of the role of Board Secretaries, the Welsh Government's 'Governance Good Practice Guide' said that, in order to help realise the full potential of the new NHS in Wales, the role of the Board Secretary would need to be continuously developed and individual NHS bodies would need to consider how best to invest in and develop the role and function within their own organisations. For example, where the appointed Board Secretary does not hold the Chartered Secretaries qualification awarded by the Institute of Chartered Secretaries and Administrators, there should be an expectation that the post holder achieve this qualification within three years of taking up post.

1.3 METHOD OF REVIEW

The review was commissioned by NLIH and undertaken by the University of Glamorgan's Welsh Institute for Health and Social Care through the means of:

- An analysis of the Welsh Government's Governance Good Practice Guide - The Role of the Board Secretary, 2010 and other published guidance on NHS Governance.
- A questionnaire seeking views and comments from Board Secretaries on their role and development;
- A questionnaire seeking views and comments from Chairs, Vice Chairs, and Chief Executives on the role of Board Secretaries and their development.
- Structured telephone interviews with all the LHB and NHS Trust Board Secretaries in Wales.
- Discussion at the joint meeting of LHB and NHS Trust Chairs, Vice Chairs and Chief Executives.
- Discussion with the Board Secretaries' Group

2 · FINDINGS

2.1 INTRODUCTION

This chapter analyses data received from Board Secretaries (both from an online survey and in-depth interviews undertaken with each of the eight of them) and from an online survey of Chairs, Vice Chairs and Chief Executives on the role and development needs of board secretaries. There were seven responses to this further call for information.

2.2 ANALYSIS OF DATA FROM BOARD SECRETARIES

2.2.1 Proportion of time allocated areas of responsibility

Table 2 on the following page shows the respondents' estimates of the percentage time allocation to the various aspects of their role. The data is presented on an organisational basis and shows a variation in the proportion of time that is split between 'core' Board Secretary functions (shaded in green) and other roles and responsibilities (shaded in red). On this basis, only three of the existing posts appear to focus on the core board secretary role without any other significant management responsibilities. The remainder of the posts appear to be composed of other responsibilities which account for between one-third and two-fifths of these Board Secretaries' time.

2.2.2 Changes in the detailed aspects of the role

Table 3 below shows respondents' views on how the range of responsibilities compare now with those set out in the Welsh Government's Board Secretary role description published in 2010. This demonstrates that the majority of the areas of responsibility of Board Secretaries as compared with the Welsh Government's role description still apply as originally intended, or the emphasis has evolved and changed only marginally. For the purpose of this review we have concentrated on the areas that are either reported as having evolved and changed significantly or no longer apply to the role. This is summarised as follows:

- **Governance Framework** - The changes here appear to be related to the delegation of functions to other Executive Directors and the development of the role of the Executive Team, the introduction of integrated governance arrangements in some organisations has also had an impact;
- **Equipping the Board and its Committees** – The individual responsibilities of members of the Executive Team have been clarified and strengthened here;
- **Handling Board and Committee Business** – This appears to be an area that has been steadily strengthening;
- **Working with and taking account of views of others** – This is an area that appears to have undergone the most significant change. The role in partnership working has become a key factor involving other Executive Directors, as have the development of strong working relationships with stakeholders. Public and patient engagement is a key role in one post, while most others have responsibility for or involvement in internal and/or external communications. The 'concerns' role held by two respondents which involves relating to complainants and dealing with their complaints;

– **Table 2** · Functions of Board Secretaries and proportion of time allocated to areas of responsibility

Function	% time allocated							
	Cardiff & Vale	Aneurin Bevan	Hywel Dda	Cwm Taf	Public Health Wales	ABM	Betsi Cadwaladr	Powys
Board Secretary	30	30	35	40	35	90	100	90
Health and Safety	10				15			
Freedom of Information	5	10						
Governance and Risk Management	20							
HQ Management	5							
Security Services	10							
Legal and Compliance	20							10
Communications (Internal and External)		25	20			10		
Internal Audit		15						
Corporate Risk Management		10			15			
Policies and Procedures		10			15			
Concerns			20					
Patient and Public engagement			20					
Information Risk			5					
IMT				15				
Facilities/Estates Management				10	20			
Corporate Services & Communications				35				
TOTAL PROPORTION OF TIME (%) SPENT AS BOARD SECRETARY (INCLUDING ASSOC. GOVERNANCE ROLES)	75	100	60	75	65	90	100 [†]	100
TOTAL PROPORTION OF TIME (%) SPENT ON OTHER ACTIVITIES	25	-	40	25	35	10	-	-

[†] It should be noted that after interviews were undertaken it is clear that in Betsi Cadwaladr, the role of the Director of Governance and Communications include functions such as health and safety, facilities management and concerns, although all were reported as part of the Board Secretary role.

Table 3 · Changes in aspects and responsibilities of the Board Secretary role

Topic	Area of responsibility	Current status			
		Applies as originally intended	Changed significantly	Changed marginally	No longer applies
Governance Framework	Design and delivery of Framework	6	1	-	-
	SOs and SFOs acted upon and reviewed	7	-	-	-
	Establish schedule reserved for Board decision	6	-	1	-
	Effective arrangements for delegation of function	3	1	3	-
	Performance management and action on decisions	3	2	2	-
	Upholding Boards standards of behaviour	4	1	2	-
	Undertake sensitive investigations	3	1	3	-
	Review, develop and implement best practice	4	1	2	-
	SUB-TOTAL	36	7	13	-
Equipping the Board and its Committees	Acting as the first point of contact	4	2	1	-
	Contribute members induction	5	-	2	-
	Membership of Committees regularly reviewed	5	-	2	-
	Support Board succession/rotation on Committees	4	-	3	-
	Facilitate good information flows	3	1	3	-
	SUB-TOTAL	21	3	11	-
Board and Committee Business	Business properly planned and coordinated	5	1	1	-
	Ensure smooth conduct of meetings	6	1	-	-
	Decisions recorded, follow up actions etc.	6	-	1	-
	SUB-TOTAL	17	2	2	-
Working with/ taking account of views of others	Key point of contact with stakeholders	1	3	3	-
	Partnership arrangements in place and effective	-	4	3	-
	Full account of community/stakeholders views	1	3	3	-
	Development/maintenance of strong relationships	1	4	2	-
	SUB-TOTAL	3	14	11	-
Conduct of business	Design and develop Assurance Framework	6	1	-	-
	Ensure internal/external coordination of assurance tasks	2	-	4	1
	Support and develop assurance incl. Internal Audit	1	-	5	1
	Regular review of Board/Committee performance	5	1	1	-
	Ongoing performance appraisal of Board members	3	1	3	-
	SUB-TOTAL	17	3	13	2
Demonstrate accountability	Ensure visibility, openness, and transparency in business	5	-	2	-
	Ensure governance information available to the public	6	1	-	-
	Necessary disclosures through Annual Report	5	-	2	-
	SUB-TOTAL	16	1	4	-
GRAND TOTALS (sum)		110	30	54	2
GRAND TOTALS (%)		56.1	15.3	27.6	1.0

- **Conduct of Business** – A number of respondents report this as an area either needing strengthening or currently under review.
- **Demonstrating Organisational Accountability** – this reflects factors such as the review of governance arrangements, the development of integrated governance and a review of scrutiny arrangements with partner organisations.

2.2.3 Development needs of Board Secretaries

In respect of issues of ongoing support and development, the following responses were received from Board Secretaries to the questions posed in the questionnaire:

What training or development needs do you feel you have in relation to your role?

- This is being picked up via my Personal Development Plan;
- I have had no specific training on governance. However, a large part of my role relates to other matters and this has taken priority;
- Understanding of broader public sector partnership and governance arrangements;
- No specific training at this point. Much of the learning is 'on the job' reacting to specific circumstances and acquiring knowledge/experience as necessary;
- General development regarding the role of Board Secretary, The role in this form was quite new to the NHS in Wales and I think post holders have been unfamiliar with the role and therefore have not maximized its potential. Linked to a bespoke public sector qualification would be helpful. Further development on the effective design and coordination of governance and assurance frameworks;
- Ongoing legislative updates, including Welsh Government Measures and improvements on the Board Assurance Framework;
- I would welcome further support with best practice in agenda setting, and developing and improving assurance frameworks.

From these responses and from the interviews that followed it is clear that there is a need for a more organized approach to continuing professional development. The Board Secretaries' Group has provided a valuable forum for the sharing of knowledge, disseminating best practice, and providing peer support. However, this could become even more effective if the purpose of the Group and its agendas were formally recognized as part of a planned and organized peer group development programme supported by the Welsh Government, PSMW and NLIAH. This could also provide a platform for shared learning with other public service organisations.

Do you think that Board Secretaries should be provided formal professional training related to their role? And, if yes, should this be custom made for the NHS or incorporated with the ICSA programme?

- Not sure;
- Not sure;
- Yes – it should be incorporated with the ICSA programme (or through Institute of Leadership

and Management or Institute of Administrative Management);

- Yes – should be a public sector/NHS based – ICSA is targeted at private sector;
- Yes – custom made. Whilst there are similarities, NHS Board Secretaries differ from the typical Company secretary in the private sector:
- Yes – should be custom made for the NHS.

There is support for the introduction of some form of qualification for Board Secretaries, but some concern that the ICSA qualification is primarily focused at the commercial/private sector. The concept of a public sector qualification is also flagged here.

Should this be a requirement for future appointments to the role?

- Yes;
- Not a prerequisite but part of the ongoing development;
- Experience and skills are more important;
- Yes, some form of professional qualification is needed;
- This would be helpful, as it would provide a professional status for the role and assist in its recognition locally and nationally. It would also help to better define the role.

There is a mixed view as to the need for a formal qualification for future appointments although, from the responses above and through the follow up interviews, there appears to be a leaning towards this.

How do you keep up with best practice and the development of governance in public services?

- Attending all Wales meetings and events, reading;
- Welsh Government website, member of HFMA Governance Committee, Board Secretaries meeting, ICSA Website and emails;
- Studying for a Professional Doctorate with thesis theme ‘focusing on governance in health and social care’, member of IHM. Board Secretaries network, conferences, reading and review of literature;
- Through the various institutes (ICSA, IMA and ILM), through all Wales networks and through contact with development groups in England;
- Journals, discussions with colleagues and through the Board Secretaries Group;
- Through contact with the Welsh Government and other Board Secretaries; networking and reading.

The existing Board Secretaries have developed their own individual approach to keeping up to date and using a range of professional organisations. The responses here reaffirm the importance of the existing Board Secretaries Group.

Should there be a formal mechanism for disseminating information on good practice and the development of governance in the public service and who should be responsible for organising it?

- Need to build upon e-governance work;
- Yes – Welsh Government through the Board Secretaries Group (used to be a WG attend at one time);
- This would be helpful and could be supported by the Welsh Government through the e-governance manual, PSMW and others;
- The Board Secretary network is well placed to recognise and share good practice with support from NLIH/Welsh Government as necessary;
- Yes this would be very helpful. Not sure if there is one body that could cover all public service organisations in this way. Welsh Government key as coordinating body and its professional link with Board Secretaries not clear;
- It would be helpful if the NHS confederation or the Welsh Government could coordinate this;
- Whilst there is an implicit responsibility for us to share best practice and this already happens on an *ad hoc* basis, perhaps the gap is at an all Wales level with the Welsh Government – a senior member of the team that could advise and guide the work.

There is a strong view that a formal mechanism for disseminating information on good practice and the development of governance in public service would be helpful. The Board Secretaries' Group, the Welsh Government, PSMW, NLIH and the Welsh NHS Confederation are all seen as important in this respect.

2.3 ANALYSIS OF DATA FROM CHAIRS, VICE CHAIRS AND CHIEF EXECUTIVES

The Chairs, Vice Chairs and Chief Executives of Local Health Boards and NHS Trusts were sent a questionnaire covering various aspects of the role and development needs of Board Secretaries. Respondents were also asked to consider what development needs they too may have in this respect. Eight completed questionnaires were received from one Chair, two Vice Chairs and five Chief Executives. Table 4 below summarises the views of the respondents in respect of the current role of the Board Secretary. In addition to the views in the table, the respondents commented that:

- The Board Secretary fulfils a critical role in ensuring the focus on Nolan principles is central to the working arrangements and practices of the Board;
- The Board Secretary attends all Board meetings, clearly explains purpose of development sessions and gives advice on a regular basis to the Chair;
- There is a need to ensure that the Board Secretary can also play their full role as a member of the executive team - it is important that they can be seen actively and authoritatively challenging in Board committees - and be aware of taking an administrative role on the machinery of the Board;
- There is a tension between the roles of representing the Board and of being the objective advisor;
- It remains difficult for the Board Secretary to challenge the other Board members. The relationship with the CEO and DOF are also critical;
- All Executive Directors, with support from the Board Secretary, have a responsibility to ensure the Board is fully informed of all developments in respect of their delegated authorities.

Table 4 · Aspects of the current Board Secretary role

Statements	Response		
	Strongly agree	Tend to agree	Neither agree or disagree
The Board Secretary effectively keeps under review legislative, regulatory and governance developments that impact on the LHB/Trust's activities and ensures that the board is appropriately briefed on them.	4 (1xChair, 3xCEs)	2 (1xVice- Chair, 1xCE)	2 (1xVice- Chair, 1xCE)
The Board Secretary acts as 'wise counsel' providing a confidential sounding board to the Chair and individual board members on all aspects of board business including issues of concern.	5 (1xChair, 1x Vice-Chair, 3xCEs)	2 (1xVice- Chair, 1xCE)	1 (1xCE)
The Board Secretary guides the board in the responsible and effective conduct of its role, providing, where appropriate, a discreet, challenging and independent voice in relation to board deliberations and decision-making.	1 (1xChair)	4 (1xVice-Chair, 3xCEs)	3 (1xVice- Chair, 2xCEs)
The Board Secretary ensures that in its dealings, the board acts fairly, with integrity, and without prejudice or discrimination.	3 (1xChair, 2xCEs)	5 (2xVice-Chairs, 3xCEs)	-
The Board Secretary contributes to the development of an organisational culture that embodies NHS values and standards of behaviour.	3 (1xChair, 1x Vice-Chair, 1xCE)	5 (1xVice-Chair, 4xCEs)	-

As shown by the views shown above, the majority of the respondents either strongly agree or tend to agree with the statements made in the table above about the Board Secretary's role, this is important in its make-up, its development and the development of existing and future post holders. This appears to reflect an acceptance of the importance of the role and of the tensions that can affect it in terms objectivity, challenging board members and the building and maintenance of good working relationships with both independent and executive members.

Respondents were also asked to consider a number of questions relating to the short and medium term development of Board Secretaries, accreditation, their own development needs, and any other issues they would wish to raise relating to the Board Secretary role. The responses to each of these questions were as follows:

In answering the question 'What are the most important areas for development of the Board Secretary in the next 12-18 months?' respondents said:

- Enhanced skills in providing critical friend challenge to the workings of the Board;
- Exploration of "Director of Governance" role to include continuous review and update of

governance framework;

- Working with the Chair to ensure that board meetings receive the appropriate information and meet necessary requirements;
- Acting as bridge between Board and organisation/ Executive Team - to be more challenging in their own right in terms of discussions. To allow us to be seen to have discharged the core regulatory issues around operation of Boards and have moved to a more strategic and transformational agenda on Board business;
- To be able to act more as an external contact point for the organisation in terms of the professional perspective of the organisation and acting in support of the Chief Executive on this;
- To be able to discharge the broader public service implications for the organisation by eg finding mechanisms that allows us to come together without compromising individual sovereignty;
- Role as a communicator with the population served, governance and assurance models could be established with membership models seen elsewhere in the UK;
- Supporting the Board to develop and implement its Assurance Framework; advising the Board on what assurance is and what an effective Framework looks like;
- Role within corporate risk and owning/overseeing the register;
- Maintaining up to date legal knowledge in ever changing governance environment;
- Developing the relationships with Shared Services;
- Understanding OD and issues for the wider development of the Board;
- Fully supporting the Board to identify and deliver a training programme to ensure the Board is effective;
- As this is the time for review (being nearly 3 years into the new organisations), it would probably be worth the Board Secretaries meeting with WG colleagues to discuss any changes/updates to Legislation/Regulations/Standing Orders/Guidance;
- Should we standardise the role, or permit Boards to extend the role as we have currently done?

The areas identified for the development of Board Secretaries highlight the importance of the role and the expectations both of it and those who discharge its functions. The issue of title is also raised here as is the standardisation and/or extension of the role. It is also recognised that as we are almost three years into the new organisational structure in NHS Wales, it is timely to review the key issues affecting governance and, per se, the role of the Board Secretary.

In answering the question ‘How should the role be accredited hereafter?’ respondents said:

- A key competency framework needs to be developed aligned to the Board governance requirements – there needs to be an accredited learning programme that meets the competency framework and is appropriately certified. Board secretaries should either be accredited or working towards accreditation on appointment (with completion expected within 12 months of appointment);

- I would need better to understand the nature of “accreditation”. Experience and judgement are invaluable;
- It would be good to see some basis for accreditation - does this mean that everyone needs the same core qualification, not necessarily - but they at least need to be demonstrating progress towards their own development in this field - eg my Board secretary is pursuing a PhD;
- A professional award would be both helpful and ensure a continuity/similar approach;
- I would support accreditation through the Institute of Chartered Secretaries;
- If we develop a pure Board secretary – yes, but can we afford to do that, as the other roles they take on are so crucial;
- Either through IHM or Institute of Chartered Secretaries;
- Should the role be accredited? Other management roles are not accredited. Would support the need to move to a position where we aim to appoint post holders who hold specific qualifications in relation to governance, accountability and assurance.

While the respondents reflect similar concerns and thoughts about professional qualifications and/or accreditation as with the views expressed by Board Secretaries, there appears to be an overall support for the concept, subject to more clarity about its nature and implications.

In answering the question “*In the longer term (2-5 years), how might the role evolve?*” respondents said:

- The role acknowledged as a Director of Governance role. Many Board Secretaries have wider portfolios including some operational duties – this may create a conflict of interest if role evolves into a Director of Governance as it would be necessary to have a degree of separation between governance and delivery;
- It is already a critically important role;
- To still be seen as a full-blown member of the executive team;
- To more formally allow the role to develop its status further by other responsibilities; this has already been enacted by some organisations;
- To be able to focus on best practice Board performance and operation – and to ensure that this is ambitious and to be mindful of broader impact of integrated governance arrangements;
- To develop as Local Health Boards grow into their own accountability relationship with the Welsh Government;
- Stronger organisational development role within the Board, developing relationship with independent members and in developing external relationships.

As noted above, the issue of title and extended roles and responsibilities features in the comments above. This highlights the possible tension in the Board Secretary role between core governance responsibilities and wider organisational responsibilities. In terms of perceived value for money relating management structures and costs, some organisations have broadened post holders responsibilities, and see this as an effective way of creating a senior management portfolio bringing together related

areas of governance and corporate services. However, post holders still need to be seen as the overall 'governance tsar' in the organisation, with or without expert support.

In answering the question “What development needs will “you” have in relation to the role of the Board Secretary and their functions?” respondents said:

- Once this evaluation is complete a master class with CEOS and Chairs would be really helpful to explore the potential development of the Director of Governance extended role and at that point it would be more useful to consider how this would change the dynamics of board working and therefore inform broader development needs;
- To allow the role to grow – but also to allow team roles within the executive team to complement each other. To be able to receive and listen to the wisdom and experience of the Board Secretary - it feels at the moment as if everyone is an expert on how to run Boards and there are sometimes mixed opinions which need to be called by the Board secretary with authority;
- Establishing best practice formats from the UK;
- As I am fairly new to the organisation, I would value guidance on the relationship between the Board Secretary and the Board;
- Key issues is the interface with other Director roles and the clarity of respective roles.

Here, the respondents comments clearly show that boards do need to have a better understanding of the role of the Board Secretary and their respective relationships with both independent and executive members. The comments also support the view that the role and relationships at board level of executive directors is an issue needing further understanding.

Respondents were asked if there was anything else they wanted to say or point out which they thought important to the role and development of board secretaries. The points raised were:

- One thing not considered in this questionnaire is the development path for a Board Secretary – how do we prepare the next generation and what comes after being a Board Secretary?
- Just because some organisations have stretched the role in certain directions, does not mean that we all have to fully comply in this manner. we need to retain a core role and JD and have the flexibility to build on this locally depending on the individuals in post and their skills;
- From being involved in the creation of this post and to seeing it in practice on the ground, I am confident that this role is essential to the proper running of the Board. It covers a demanding and large portfolio and requires strong support mechanisms beneath it;
- Board Secretary is a highly valued member of the team in PHW. As a small organisation it is difficult to develop the full infrastructure to support the role so flexibility is required and we could not expect the role to operate in a uniform way across NHS organisations.

These comments reflect the discussion above about the scope and title of the role of those responsible for overseeing and advising on the governance of NHS organisations in Wales, and the reasons for diversity. The important point of succession is also made here.

3 · CONCLUSIONS AND RECOMMENDATIONS

3.1 CONCLUSIONS

In this section of the report are the main conclusions that the collection of data in the previous chapters has led us to draw. It is important to note that each of the conclusions is in this sense 'evidence-based'.

3.1.1 The Role

While the purpose of the review was not to seek to redesign the role of Board Secretaries in NHS Wales, it was necessary to explore how the role and its responsibilities had changed and evolved since the Welsh Government's guidance on this was published in 2010¹. In order to ascertain the development needs of the current and future cadre of staff undertaking this role, it is important to have an understanding of what they actually do in practice.

Unsurprisingly all the existing roles have similar characteristics but appear at first sight to be quite different in terms of title, content and scale of responsibility. The responses to the questionnaires and the individual interviews have shown that only three of the existing posts spend the major part of their time on what might one might call pure governance. The others have responsibility for managerial or support functions, many of which are common to a number of the Board Secretary's roles such as health and safety, facilities management and concerns. These extra functions are often seen to be part of or have synergy with core governance. It is important to note that the Welsh Government's guidance did say that the role may be designed to incorporate further responsibilities, and it was possible that these would expand over time as NHS organisations develop and their governance arrangements mature. Typically, any additional responsibilities could cover other corporate functions. Often in the Board Secretaries' teams there are staff experienced in board secretary work and also some governance lead roles have been given to other Executive Directors. However, in determining any such duties, the Board must take care to ensure that they will not conflict with or inhibit the effective conduct of the Board Secretary's primary role. Tables 1 and 2 above illustrate what colleagues told us about their job content.

There were mixed views on the wider management portfolio from the respondents. Some felt that this helped in the perception about the weight and importance of their role amongst their Executive Team colleagues. They also felt that responsibilities for areas such as health and safety, concerns etc., were governance related and properly part of their brief. Others felt that they were unable to concentrate on core governance responsibilities as the other management responsibilities could sometimes take precedence in their work. In any event, there appeared to be someone in the team who had technical experience and knowledge of governance.

3.1.2 Professional Development

There is support amongst the respondents to our questionnaires for some form of accreditation, but there is a view that ICSA's qualifications are not entirely relevant to public services and more tuned to the commercial/private sector (see Appendix 1). A NHS Module is being prepared by ICSA but will not be available until later this year. CIPFA Scotland has launched a Certificate in Corporate Governance (see Appendix 2), which appears more relevant, although this is delivered in Edinburgh. This could provide a model on which a Welsh Corporate Governance Accreditation Programme could be based, and may provide a fast track for getting this in place. It should be noted that in terms of the

development of the role of Board Secretaries, the Welsh Government's Governance Good Practice Guide¹ said that, in order to help realise the full potential of the new NHS in Wales, the role of the Board Secretary would need to be continuously developed and individual NHS bodies would need to consider how best to invest in and develop the role and function within their own organisations. For example, where the appointed Board Secretary does not hold the Chartered Secretaries qualification awarded by the Institute of Chartered Secretaries and Administrators, there should be an expectation that the post holder achieve this qualification within three years of taking up post.

The current cadre of Board Secretaries has various backgrounds and levels of experience in governance. Their roles have largely been tailored to their background, together with the division of responsibilities seen to provide a good mix and division of labour, depending on the roles of the other Executive Directors. While they may not wish to seek formal qualifications in corporate governance, their continuing professional development could take advantage of any modules that they may benefit from in a wider accreditation programme such as that developed by CIPFA

In view of the growing importance and transparency of public service governance and the need to demonstrate the highest public duty and professional standards in its design, delivery and review, we need to be thinking of succession planning for Board Secretaries. The importance of the role should be promoted to attract interest as a beneficial career post, either for those aspiring for senior or top level posts. Accreditation should be a mandatory part of a succession plan, which identifies and seeks out staff that could move into the role Board Secretary as a career move.

Leadership and the ability to manage upwards, sideways and downwards is a particularly important aspect of the makeup of the person specification and development needs of Board Secretaries. Thus leadership and management are important ingredients of the continuous professional development programme. While clearly important that Board Secretaries are seen to have the authority, confidence, trust and personality to challenge, question, advise and enforce, the central importance of their role is not always fully understood or utilized. This is of particular importance in their training but also in the promotion of understanding of the role amongst top management, the Board and the organisation as a whole.

Some colleagues felt that the title 'Board Secretary' was one of the problems in reflecting the true importance and significance of the role. Where used the term 'Director' appears to help give gravitas to the role.

3.2 RECOMMENDATIONS

The NHS is a critically important public service for the citizens of Wales. In the increasingly challenging times that it is now facing through increasing demand, pressure on budgets and shortages of skills in key areas, effective and strong governance becomes ever more important. The current structure of NHS Wales has been in place for nearly three years, thus it is a good time to reflect on the progress made in development of a mode and standard of governance that is up to the task of meeting today's challenges. The introduction of the Board Secretary role was a vital ingredient of putting in place top quality governance designed and delivered in a highly professional manner.

The purpose of this review was to look at how the Board Secretary role has evolved with the ever changing needs of the NHS, and to glean from that what support Board Secretaries need in terms of their professional development. They are at the heart of achieving excellence in governance and, as such they must possess the highest level of professional knowledge and skill. This review makes a range of recommendations that will ensure that this is so.

3.2.1 The Board Secretary Role

- The review prompts the need for consideration of the job content and title of Board Secretaries and that core governance is given the benefit of adequate focus in jobs with other major functional areas of responsibility.

3.2.2 Accreditation

- An accreditation programme should be introduced for NHS Board Secretaries in Wales.
- Accreditation should be compulsory for new Board Secretaries
- The existing corporate governance accreditation or qualification schemes do not meet the needs of NHS Wales so a bespoke customized programme should be designed.
- CIPFA's accredited training - Certificate in corporate governance - essential skills to deliver effective governance, should be considered as a model for a possible fast track way of developing a customised accreditation scheme for NHS Wales.
- Participants should be required to submit a Portfolio of Evidence that records evidence of learning during each module and aspects of work, which substantiate their ability and knowledge in corporate governance. This should be marked by assessors, who should also hold a verification interview with each participant. Upon successful completion of the course and assessment participants should be awarded the Certificate in Corporate Governance

3.2.3 Board Secretary Continuing Professional Development

- If existing Board Secretaries do not wish or are not required to submit themselves for accreditation, should be required to have in place a continuing professional development programme and a portfolio of evidence. The modules that form part of the accreditation process should be available for this purpose, with additional modules or learning opportunities being developed for those other areas of their responsibility that lie outside the core corporate governance work. They should be required to maintain a Portfolio of Evidence to be used as part of their overall performance review.
- The professional development of Board Secretaries needs three streams:
 - First, and most importantly, leadership and management in corporate governance core governance issues, best practice and process.
 - Second, these areas should also be part of the package that is developed development in the management and development support or service functions held by the individual.
 - Third, overall NHS futures.
- Departmental staff with roles in governance in support of Board Secretaries should also be required to participate in continuing professional development programmes.

3.2.4 Chairs, Vice Chairs, Chief Executives Independent and Executive Members

- Thought should be given to ways of promoting the understanding and support of Chairs, Vice Chairs, Chief Executives and other senior management and professional staff with the organisations to ensure that full use is made of the Board Secretary as an independent source of advice and counsel, as well as being the guardian of effective governance of the organisation.

3.2.5 Governance Training and Development for other Senior Staff

- There needs to be continuing professional development supported by governance modules and learning opportunities for all executive directors, senior and middle grade managers that have specific responsibilities for governance within their organisation. These staff should also be required to maintain a Portfolio of Evidence to be used as part of their overall performance review.

3.2.6 Peer Support

- The Board Secretary's Group should be harnessed, developed and supported to perform a much clearer and focused role as a peer support group and a forum for the exchange of knowledge, experience, learning and best practice.

3.2.7 Keeping up to Date

- A formal mechanism for disseminating information on good practice and the development of governance in public service should be put in place. The Board Secretaries' Group, the Welsh Government, PSMW, NLIAH and the Welsh NHS Confederation are all seen as important in this respect.
- PSMW should act as a catalyst for shared learning and experience on governance good practice between all public organisations in Wales, promoting active debate and exchange.

WHAT IS A CHARTERED SECRETARY?

Chartered Secretaries are high-ranking professionals with a diverse set of skills unique among many professions. Trained in corporate law, finance, governance and corporate secretarial practice, Chartered Secretaries are the focal point for independent advice about the conduct of business, governance and compliance. They can also offer legal and accounting advice and manage the development of strategy and corporate planning.

WHAT DOES A CHARTERED SECRETARY DO?

Chartered Secretaries are high ranking professionals with a broad base of skills unique among the professions. Trained in corporate law, finance, governance, company secretaryship and management, Chartered Secretaries are the focal point for independent advice about the conduct of business, governance and compliance. Highly valued by employers, they are key players with the skills, vision and values to take their organisations forward.

The specific responsibilities of a Chartered Secretary vary depending upon the level of the job role, the size of the organisation and the sector in which it operates. However, responsibilities may include:

- Advising the board on effective decision-making, legal and regulatory matters and risk management;
- Developing and managing strategies to ensure compliance with legal and statutory requirements and identifying areas for improved corporate governance;
- Managing board, shareholder and trustee communications, reports and meetings and liaising with auditors, lawyers and tax advisors;
- Leading on issues essential to business performance, such as negotiation of contracts, finance, accounting, insurance and property;
- Interpreting and advising on financial reporting;
- Implementing changes in relevant legislation.

ICSA'S CHARTERED SECRETARIES QUALIFYING SCHEME (CSQS)

- The Chartered Secretary profession attracts a wide variety of people including new graduates looking for a rewarding career and a fast-track route to a board-level role and those currently working in the legal, accounting or corporate governance professions who want to take their career to the next step.
- CSQS comprises two levels, each with four modules, outlined below. You may need to study all eight modules or, depending on your existing qualifications, you may be exempt from some modules.

STUDYING FOR CSQS

- Due to the flexibility of study options available, the timeframe to complete all modules can vary. As a guide, qualification typically takes between one and four years.

- You can study via a variety of routes including: self-study; distance-learning delivered by registered tuition providers; part-time attendance at classes delivered by registered tuition providers; and collaborative Masters courses at partner universities (for joint ICSA/university postgraduate Masters awards only). These post-graduate collaborative courses mean you gain the university's postgraduate award in addition to the ICSA graduate status (GradICSA).
- Once you have successfully completed your exams, you will be given graduate status and designated the title GradICSA which you can use after your name. To become a full Member of ICSA and a Chartered Secretary, you also need to demonstrate a certain level of professional work experience. Many students study while they work and are able to gain their professional experience at the same time as studying.
- ICSA has designated BPP Business School as its preferred tuition provider for the delivery of CSQS. BPP offer online and distance-learning courses across the UK and face-to-face revision courses.

INTRODUCING THE SCHEME

CSQS is one of the most broad-based qualifying schemes available, equipping you for a variety of different career paths. Valued worldwide by employers, this highly marketable qualification comprises two levels, each with four modules. You may need to study all eight modules or, depending on your existing qualifications, you may be exempt from some.

What are the benefits of studying CSQS?

- CSQS is internationally recognised and enables you to work in the private, public or not-for-profit sectors or set up your own business offering company secretarial services
- It is a broad-based qualification providing you with the skills you need for a variety of top-level careers working at board-level
- Becoming a Chartered Secretary can be well paid. A top company secretarial job in a FTSE 100 company comes with an average salary of over £190,000 plus a bonus of nearly £70,000*

To find out more about the role of a Chartered Secretary and benefits of studying CSQS, read our CSQS information leaflet.

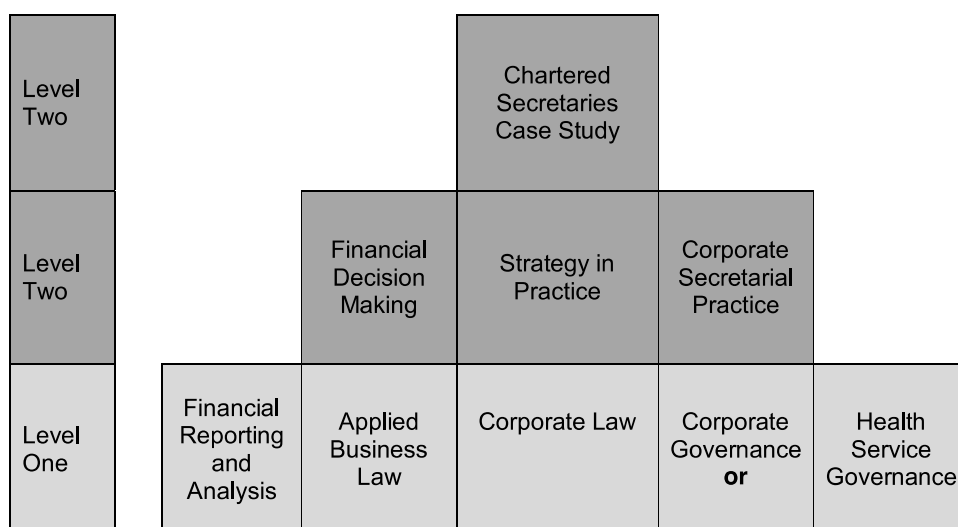
(*Source: Chambers and Partners Salary Survey 2009-2010).

Who can register for the scheme? Anyone can register for the scheme. Those with certain qualifications and work experience may be exempt from some modules or if you are a fully-qualified lawyer or accountant with over five years professional experience, you may be eligible to study CSQS via our Fast-Track professional route.

If you are a qualified lawyer or accountant you may be eligible to study CSQS via our Fast-Track Professional route. This means that, instead of studying all eight modules, you need to study and pass the following two modules in order to achieve the qualification:

- Level One is of equivalent level to the third year of an undergraduate degree. Level Two is set at Masters degree level.
- You may opt to take the 'Health Service Governance' module in place of 'Corporate Governance'.

Structure



THE HEALTH SERVICE GOVERNANCE MODULE

Qualifying as a Chartered Secretary opens up a wealth of career opportunities within the NHS and also across the corporate and charity sectors. Our professional qualifying scheme has been revised and updated to include a module specifically for those working within the NHS.

The Health Service Governance module examines the development and significance of governance, directors and the board secretary within the National Health Service. These concepts are set against the background of the development of the NHS with its plethora of legal and regulatory structures, and challenged by ever-changing political and public expectations. Chartered Secretaries, and others working within the NHS, need to understand the complexity of the background and be able to disseminate and quote relevant regulation and best practice to ensure that directors and boards act with due diligence at all times. The need to understand and to comply with increasing reporting and regulatory requirements is considered at depth, together with differing structures to enable success.

Overview of the scheme and how to study

The revised scheme, offering this new module, will be available from 2012. We will be taking registrations from October this year. The scheme comprises eight modules although, depending on your existing qualifications, you may be exempt from some. The modules focus on the areas of corporate law, finance and accounting, company secretarial practice and strategy/decision-making.

PROGRAMME OUTCOMES

Level One

Development of Knowledge and Understanding On completion of this level, you will have knowledge of:

- The regulatory framework for the preparation and presentation of financial accounts and an understanding of the relationship between financial reporting and the governance of organisations.

- The areas of law applying to business organisations and the key issues around the functions and objectives of business law.
- How the external regulatory environment has an impact on the structure of commercial and non-commercial organisations and the practical application of legal principles.
- The skills and processes necessary to act effectively as adviser to the governing body of organisations, and the distinction between legal obligations and ‘best practice’ in governance.
- The available strategies for managing risk in organisations, and implications of their use. Cognitive / Intellectual Skills

On completion of this level you will be able to:

- Analyse, explain and interpret financial, legal and regulatory information, applying appropriate techniques in doing so.
- Analyse and evaluate the environment of different types of organisation, identifying how and why the organisation’s strategic objectives adjust in response to changes in the environment over time.
- Evaluate risk and return and the consequences of decisions made in these areas.
- Identify the relevant issues or problems from a set of financial, legal or regulatory information or a combination of such information, justifying the choices made.
- Synthesise data and concepts and critically evaluate these to formulate solutions or advice in the context of the governance of the organisation. Practical Skills On completion of this level you will be able to: Present solutions or advice in a manner appropriate to the purpose and audience (including to those not expert in these areas).
- Formulate advice with changing contexts in mind, and in order to meet different interests.
- Identify different arguments, including the ethical or value-based perspectives of these, and draw conclusions from them.
- Apply the knowledge, analytical skills and techniques associated with the disciplines studied here to a range of different types of organisation.
- Manage study, learning and professional development with a strong degree of independence and relate what is learnt to the professional environment.

Level Two

On completion of this level, you will be able to:

- Identify and analyse conflicting arguments, including the ethical or value-based perspectives of these, and offer advice about them which makes an effective contribution to organisational decision-making.
- Select and apply analytical skills and techniques as appropriate in complex and changing organisational contexts.
- In the context of continuing professional development, manage study and learning independently and adapt learning requirements to changes in role and organisation.

You can study for CSQS via a variety of routes:

- self-study;

- distance learning delivered by independent tuition providers; including BPP Business School's online classroom and face-to-face revision sessions
- part-time attendance at classes delivered by independent tuition providers;
- full-time attendance on collaborative Masters courses at partner universities (for joint ICSA/university postgraduate masters awards only). These post-graduate collaborative courses mean you gain the university's post-graduate award in addition to the ICSA graduate status (GradICSA).

HOW LONG DOES THE QUALIFICATION TAKE?

Due to the flexibility of study options available, the timeframe in which the status of GradICSA is achieved can vary. However, qualification typically takes between one and three years. Once you achieve GradICSA status, you can apply for full Associate Member status, once you can demonstrate relevant work experience

HOW MUCH WILL IT COST?

The fees for CSQS are as follows:

	Full rate
Initial registration fee (non-refundable)	£100
Annual subscription fee	£150
Standard exam entry fee per module	£185
Exemption fee per module	£185
Chartered Secretaries Case Study fee	£250

The cost of studying via the online classroom is £535 + VAT (£642 inclusive of VAT) per module. This cost includes tuition fees and learning materials.

APPENDIX II · CIPFA accreditation

COURSE TRAINERS

The course has been designed by a range of highly respected practitioners who will deliver the modules in an engaging and iterative manner. The trainers have been carefully selected to ensure that their extensive experience of all aspects of governance in the public sector can be used to maximise the learning outcomes of the course.

ACCREDITATION AND ASSESSMENT

Upon successful completion of the course and assessment you will be awarded the Certificate in Corporate Governance.

Participants will also be required to submit a Portfolio of Evidence that records evidence of learning during each module and aspects of work which substantiate their ability to undertake specific tasks.

The assessors will mark each Portfolio of Evidence and hold a verification interview (viva voce) with each participant. This is designed to assess the extent of the participant's learning and satisfy the awarding body that the Portfolio of Evidence is a genuine reflection of his/her efforts.

COST

The cost of attending this programme is £2,140 plus VAT. This cost includes all tuition, course materials, assessment and £190 accreditation fee.

Good corporate governance is not just the duty of Boards, it is the responsibility of everyone in your organisation. From discussions with Chairs and Chief Executives of public bodies, we have identified the need for a practical and structured training programme that will increase the knowledge and skills of those charged with making governance work in public bodies.

WHO SHOULD ATTEND?

The Certificate is aimed at staff who support the work of the Board or who have responsibility for governance or aspects of governance throughout the organisation but who have received no formal or structured training to carry out these important duties. It is expected that middle and senior managers (or aspiring managers) will benefit from this highly practical course.

The course is also suitable for new or aspiring Board Members who have had no formal training but who would like to quickly increase their knowledge of important governance principles and enhance their skills for the Boardroom.

AIMS

The overall aim of the programme is to increase skills and make governance more effective in organisations. Specifically, the programme seeks to:

- ensure that organisations are appropriately constituted, structured and operate the appropriate governance processes
- support good practice financial reporting as well as a system of internal controls
- exemplify standards of behaviour as a way of enabling good governance in organisations

MODE OF DELIVERY

The course is designed to be delivered through seven training modules over ten months.

COURSE LAUNCH AND INTRODUCTION

A formal launch will be held to introduce participants to each other as well as providing an opportunity to meet the trainers. This session will give you an overview of the qualification content and assessment and will last approximately 90 minutes followed by lunch.

HALLMARKS OF EFFECTIVE GOVERNANCE

- What is governance?
- Features of a well governed organisation (including key policies and procedures)
- The Good Governance Standard
- Practical governance success and failures
- How good is your governance?
- A time for self-assessment

EFFECTIVE GOVERNANCE FRAMEWORKS

- Statutory accountability and key governance documents
- Board and Committee structures and functions
- Strategic planning
- Decision-making in the organisation
- Roles and responsibilities – legal duties of directors
- Balance of power and authority
- The Board, the Chair and Non-Executive Board members
- Shadow directors
- Executive management

SERVICING THE BOARD

- Induction of Board members
- Information for the Board and key documents
- Servicing the Board and Committees - minutes, papers etc.
- Corporate policies and procedures
- Keeping the Board right (i.e. advice on staying legal)
- Board training and development

RISK AND ASSURANCE

- Developing a counter-fraud culture
- Account management

- Partnerships and consortia
- Internal controls and sources of assurance
- Risk management
- Internal audit
- Audit and other relevant committees
- External auditors

MAKING ACCOUNTABILITY REAL

- Accountability for public money
- Engaging and influencing stakeholders
- Managing the media and communications
- Customer service and complaints
- Appraisals and performance management
- Public consultations
- Freedom of Information and Data Protection Acts

PROMOTING CORPORATE VALUES AND BEHAVIOURS

- Developing and maintaining organisational values
- Leadership
- Ethical standards framework
- Registration and declaration of interests
- Gifts and hospitality
- Standards of behaviour
- Whistleblowing arrangements
- Codifying ethical standards
- Practical examples of good and bad practice

GOVERNANCE IN PRACTICE

- Learning practical lessons from real governance case studies

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